

**Corporate Governance Report**

**1. Name of Listed Entity** TUTCORIN ALKALI CHEMICALS AND FETILIZERS LIMITED

**2. Quarter ending** 31ST MARCH, 2016

Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) *	Date of Appointment in the current term /cessati on	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	B Narendran	AAPPN0488E	1159394	Independent	27/05/2014	5 Yrs from 27/5/2014	Four	Nine	Four
Mr.	Dr. RM Krishnan	AALPK7756Q	0062318	Independent	27/05/2014	5 Yrs from 27/5/2014	One	One	Nil
Mr.	S. Shankar	AKRPS6471Q	6591908	Independent	27/05/2014	5 Yrs from 27/5/2014	Two	Three	Nil
Mr.	S. Asokan	AAFPA6602D	6591756	Independent	27/05/2014	5 Yrs from 27/5/2014	One	Three	Nil
Ms.	Rita Chandrasekar	AAAPR5361F	3013549	Independent	30/03/2015	5 Yrs from 30/3/2015	Two	Two	One
Mr.	G Ramachandran	AAAPR3425Q	0051999	Executive/Non Independent	12/12/2015	3 Yrs from 12/12/2015	One	One	Nil

<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/ Non-Executive/independent/Nominee) <sup>5</sup></i>
1. Audit Committee	Mr. B. Narendran, Mr. S Shankar, Mr. S Asokan	Chairperson - Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. B. Narendran, Mr. S Shankar, Dr. RM. Krishnan	Independent Independent Independent
3. Risk Management Committee(if applicable)	Mr. B Narendran Mr. G Ramachandran Mr. S Asokan Mr. S Thangathirupathy Mr. S Nandakumar	Independent Independent Independent GM Works CFO
4. Stakeholders Relationship Committee'	Mr. B Narendran, S Asokan G Ramachandran	Independent Independent Executive
<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
4th February, 2016	6th November, 2015	Eightynine days

<b>IV. Meeting of Committees - Audit Committee Meeting</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
4th February, 2016	Yes	6th November, 2015	Eighty Nine days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>		
Whether prior approval of audit committee obtained	NA		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		
<b>VI. Affirmations</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>			

For TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED

S. RAGHAVAN  
COMPANY SECRETARY & COMPLIANCE OFFICER

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b> <i>(Yes/No/NA) refer note below</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> <i>(Yes/No/NA) refer note</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<b>S. RAGHAVAN</b>		
<b>Name &amp; Designation</b>		
<b>COMPLIANCE OFFICER &amp; COMPANY SECRETARY</b>		